

I CERTIFY THIS TO BE A TRUE COPY OF THE ARTICLES OF ASSOCIATION OF ROYAL SOCIETY OF MEDICINE SERVICES LIMITED AS ASSURED BY THE SPECIAL RESOLUTION DATED 21st JULY 1967.

29/11

Director

157270

THE COMPANIES ACTS 1948 & 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROYAL SOCIETY OF MEDICINE SERVICES LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

FIRST DIRECTORS

2. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors of the Company shall be such as the Council of The Royal Society of Medicine shall from time to time determine in writing; Provided always that the number of the Directors of the Company shall not be less than three and provided also that at least two Members of the Council of The Royal Society of Medicine shall at all times be Directors of the Company.

(c)(i) The Directors of the Company shall not be subject to retirement by rotation and each of them shall, subject to the provisions of Sub-Article (d) hereof and subject to the provisions of Clause 88 in Table A as amended by Article 15 and subject to Section 28 of the Companies Act 1976 be entitled to hold office so long as he shall live unless he shall be removed from office under Clause 96 in Table A or pursuant to the provisions of Sub-Article (d) hereof; and accordingly Clauses 89 to 95 in Table A shall not apply to the Company.

2(c)(ii) SEE BELOW

(d) The Council of The Royal Society of Medicine may by notice in writing served at the Registered Office of the Company appoint and remove each of the Directors of the Company. Every such notice of appointment or removal shall be annexed to the Directors Minute Book as soon as practicable after service on the Company. The powers conferred on the Council of The Royal Society of Medicine may be exercised by Members of the Council in their absolute discretion but any removal of a Director pursuant to the provisions of this Sub-Article shall be without prejudice to any claim such Director may have for damages for breach of contract of service between him and the Company.

2(c)(ii) No Director of the Company who is not an employee of the Royal Society of Medicine shall hold office for a consecutive period of ten years and on the expiration of such period such Director shall automatically cease to be a Director.

(e) The remuneration of the Directors shall from time to time be determined by the President and Honorary Treasurers of The Royal Society of Medicine; and Clause 76 in Table A shall be modified accordingly.

SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. Provided always that the Directors shall not exercise any of the powers or discretions conferred on them by this Article without the prior written consent of the Council of The Royal Society of Medicine.

4. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

5. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

7. The liability of any Member in default in respect of a Call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

10. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

DIRECTORS

Council

11. A Director may with the consent of the ~~Scientific and Executive~~ Committee of The Royal Society of Medicine at any time appoint any other person to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and to these presents with regard to Directors. An Alternate Director shall be entitled to receive notice of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote for each appointer whom he represents in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13. The Directors may remunerate any person firm or company including members and employees of The Royal Society of Medicine for services rendered to the Company and pay any gratuity, pension or allowance on retirement to any Director or employee of the Company and to any member or employee of The Royal Society of Medicine.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind"

16. The Council of The Royal Society of Medicine shall from time to time appoint a Director to act as Chairman and determine the period for which he is to hold office, and Clause 101 in Table A shall be modified accordingly.

17. The Council of The Royal Society of Medicine shall from time to time appoint a Director to the office of Managing Director for such period and on such terms as they think fit; and Clause 107 in Table A shall be modified accordingly.

18. A Managing Director shall receive such remuneration by way of salary or commission as the President and Honorary Treasurers of The Royal Society of Medicine may determine; and Clause 108 in Table A shall be modified accordingly.

BORROWING POWERS

19. (a) The Directors may exercise with the consent of the Council ~~Executive and Scientific Committee~~ of The Royal Society of Medicine all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ACCOUNTS

20. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 148, 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and as further amended by Part I of the Companies Act 1976.

INDEMNITY

21. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution or the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

SHARE TRANSFERS

22. No Share shall be transferred without the prior written consent of the Council of The Royal Society of Medicine who may in

their absolute discretion and without assigning any reason therefor decline to register the transfer of any Share whether or not it is fully paid.